

**MARVEL**

010

# SPIDER-MAN/ DEADPOOL

KELLY  
McGUINNESS  
MORALES  
KEITH



emc'z kug!  
MORALES  
JASON!

NACHO  
MAMA  
CHIPS



**MARVEL COMICS**  
BEGRUDGINGLY PRESENTS...



PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER, GRANTING HIM AMAZING ABILITIES, INCLUDING THE PROPORTIONAL SPEED, STRENGTH AND AGILITY OF A SPIDER, AS WELL AS ADHESIVE FINGERTIPS AND TOES. AFTER LEARNING THAT WITH GREAT POWER, THERE MUST ALSO COME GREAT RESPONSIBILITY, HE BECAME THE WORLD'S GREATEST SUPER HERO! HE'S...

# The AMAZING SPIDER-MAN

AVENGER...ASSASSIN...SUPERSTAR! WADE WILSON WAS CHOSEN FOR A TOP-SECRET GOVERNMENT PROGRAM THAT GAVE HIM A HEALING FACTOR THAT ALLOWS HIM TO HEAL FROM ANY WOUND. DESPITE EARNING A SMALL FORTUNE AS A GUN FOR HIRE, WADE HAS BECOME THE WORLD'S MOST BELOVED HERO AND IS THE STAR OF THE WORLD'S GREATEST COMIC MAGAZINE (NO MATTER WHAT THAT JERK IN THE WEBS MAY THINK). CALL HIM THE MERC WITH THE MOUTH...CALL HIM THE REGENERATIN' DEGENERATE...CALL HIM...

# DEADPOOL



## LAST TIME:

BREAKING NEWS: SPIDER-MAN AND DEADPOOL ARE BEST PALS.

...OKAY, NOT REALLY, BUT THEY HAVE BEEN FIGHTING CRIME A LOT TOGETHER LATELY, AND A NEW VILLAIN CALLED PATIENT ZERO ISN'T HAPPY ABOUT IT.

FOR MONTHS, PATIENT ZERO HAS BEEN WORKING IN SECRET AGAINST THE TITULAR CHARACTERS OF THIS TITANIC TALE--EVEN GOING SO FAR AS TO TURN THEM (UNKNOWINGLY) AGAINST EACH OTHER BY HIRING DEADPOOL TO KILL PETER PARKER, WHICH HE DID. CUT THE GUY A BREAK--IT'S NOT LIKE HE KNEW PARKER AND SPIDER-MAN WERE THE SAME PERSON (STILL DOESN'T). AND HE IS A MERCENARY. DUDE'S GOTTA EAT.

ONCE HE FIGURED OUT HE'D BEEN PLAYED, DEADPOOL NOT ONLY BROUGHT PETER BACK FROM THE DEAD, BUT EVEN TRACKED DOWN PATIENT ZERO AND, TOGETHER, HE AND SPIDER-MAN LAUNCHED AN ALL-OUT ASSAULT ON ZERO'S SECRET LABORATORY, WHICH WAS FILLED WITH A MOB OF MENACING, GENETICALLY MODIFIED MONSTERS. THEY DESTROYED THE PLACE AND ZERO'S EXPERIMENTS, BUT LITTLE DO THEY KNOW THAT ZERO HAS A SECRET WEAPON WITH EIGHT ARMS, FOUR EYES, AND MORE THAN A COUPLE OF SCREWS LOOSE.

THIS MONTH YOU CAN SPELL TROUBLE I-T-S-Y-SPACE-B-I-T-S-Y...

## ITSY BITSY

Part 2

JOE KELLY WRITER • ED McGUINNESS PENCILER  
MARK MORALES, LIVESAY, JAY LEISTEN AND ED McGUINNESS INKERS  
JASON KEITH COLORIST • VC's JOE SABINO LETTERER

ED McGUINNESS, MARK MORALES AND JASON KEITH COVER ARTISTS  
MANNY MEDEROS TITLE PAGE DESIGN ALLISON STOCK ASSISTANT EDITOR  
DEVIN LEWIS ASSOCIATE EDITOR JORDAN D. WHITE AND NICK LOWE EDITORS  
AXEL ALONSO EDITOR IN CHIEF JOE QUESADA CHIEF CREATIVE OFFICER  
DAN BUCKLEY PUBLISHER ALAN FINE EXECUTIVE PRODUCER

SPIDER-MAN CREATED BY  
STAN LEE AND STEVE DITKO

DEADPOOL CREATED BY  
ROB LIEFELD AND FABIAN NICIEZA



NADA IN THE DATABASES. FACIAL RECOGNITION IS ZIP. SHE'S A GHOST.

THINK IT'S A CLONEY THING?

MM-HMM...

THAT'S AN INCREDIBLY STUPID QUESTION, AS NEITHER OF US IS FEMALE.

FINE! WHAT ABOUT ALTERNATE UNIVERSE TRANSGENDER SPIDEYPOOL WITH AN EAR FOR SCREAMO MUSIC WHO SHOPS AT HOT TOPIC?

NOW YOU'RE THINKING...BADLY. WHAT'S A "SPIDEYPOOL"?

LIKE "BRANGELINA," "BEYON-Z," "NEIL PATRICK BURTKA." DON'T YOU HAVE THE INTERNET?

AREN'T ALL THOSE PEOPLE MARRIED?

...

SORRY, WHAT WERE WE TALKING ABOUT? I GOT ALL KERFUFFLED--

I AM AS UNTO A GOD!!!



THIS IS DEADPOOL'S "CLUBHOUSE,"  
A SECRET APARTMENT POPULATED  
WITH HIS FAVORITE THINGS. HIS  
WIFE KNOWS NOTHING OF  
DEADPOOL'S CLUBHOUSE.

THE PINNACLE OF MATERIALISM  
AND A SYMBOL OF ALL THINGS  
WRONG WITH MATRIMONY IN ONE  
INCREDIBLY EXPENSIVE PACKAGE.

ARE  
YOU PLAYING  
OVERWATCH  
RIGHT NOW?

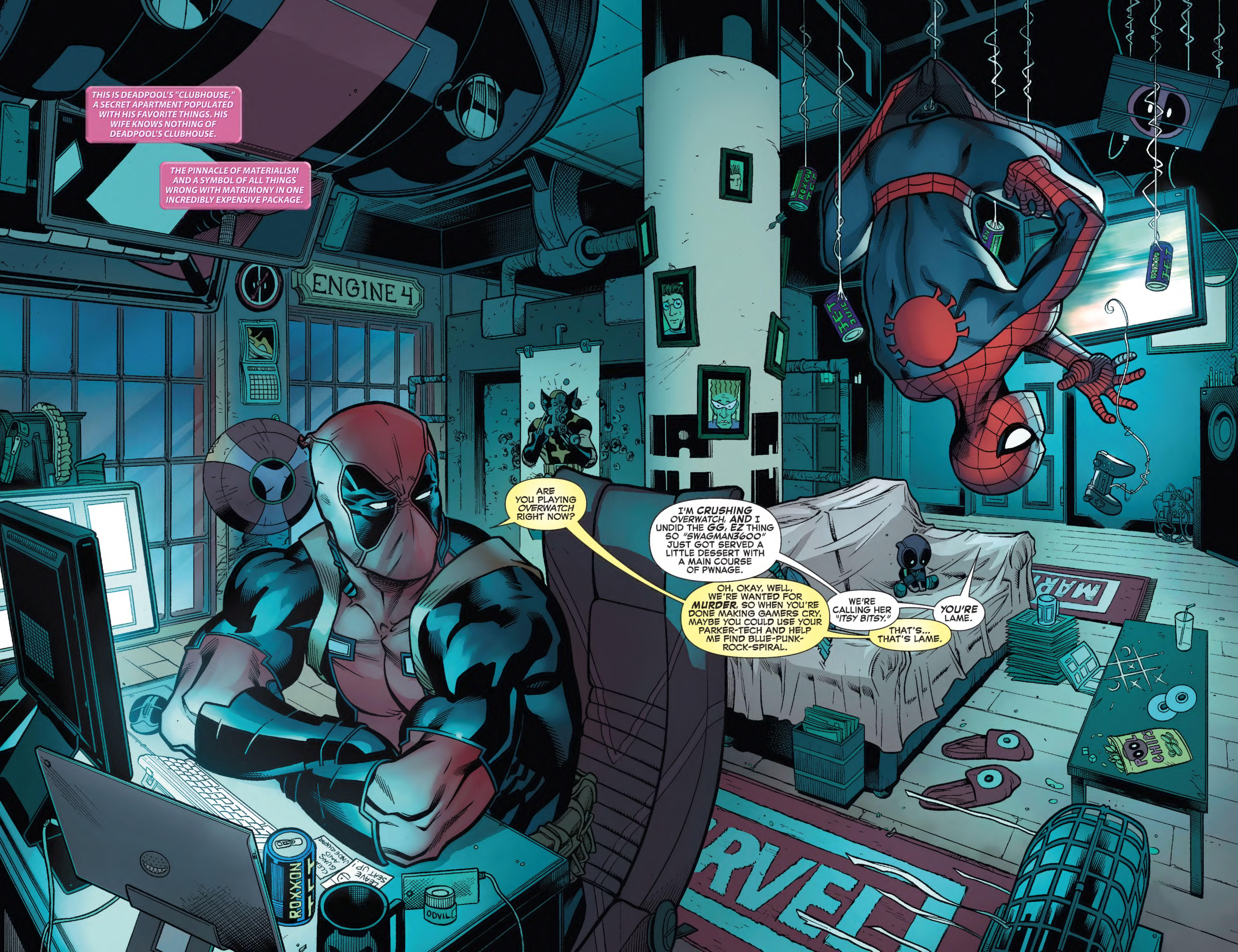
I'M CRUSHING  
OVERWATCH, AND I  
UNDID THE GG, EZ THING  
SO "SWAGMAN3600"  
JUST GOT SERVED A  
LITTLE DESSERT WITH  
A MAIN COURSE  
OF PWNAGE.

OH, OKAY, WELL,  
WE'RE WANTED FOR  
MURDER, SO WHEN YOU'RE  
DONE MAKING GAMERS CRY,  
MAYBE YOU COULD USE YOUR  
PARKER-TECH AND HELP  
ME FIND BLUE-PUNK-  
ROCK-SPIRAL.

WE'RE  
CALLING HER  
"ITSY BITSY."

YOU'RE  
LAME.

THAT'S...  
THAT'S LAME.





CO-HERO  
CONFAB! RIGHT  
NOW!

I'M ABOUT TO  
START ANOTHER  
ROUND--

MY SECRET  
BACHELOR PAD,  
I CALL THE  
MEETINGS!

THWIP

GEEZ, YOU  
DON'T HAVE  
TO BE A BABY  
ABOUT IT.

WE WERE  
FRAMED BY A  
CRAZY-HOT PSYCHO  
CHICK WITH SIX ARMS  
AND ALL OF A  
SUDDEN IT AIN'T  
A THING?

THE  
ABSURDITY  
OF THE WORLD  
HAS STARTED  
MAKING SENSE  
TO ME.

WAIT, IS THAT  
GOOD OR BAD?  
DON'T SPEAK IN  
RIDDLES, MAN! THIS  
ISN'T **MATCH  
GAME!**

I'VE BEEN  
REEVALUATING  
MY LIFE...AND  
I'VE FOUND A  
BETTER WAY.

FRANKLY, I'M  
GLAD YOU BROUGHT  
THIS UP, WADE...I'VE  
NOTICED A FEW  
CHANGES MYSELF.

URRRRRP.

YOUR WAY. YOU  
CHILL, YOU CRACK  
WISE IN THE FACE OF  
HORROR, YOU CURSE,  
DRINK, SHOOT PEOPLE  
IN THE FACE--AND  
EVERYONE LOVES  
YOU FOR IT!

DUDE,  
NIHILISM ISN'T  
ONE-SIZE-FITS-  
ALL. TRUST  
ME...

...BUT WHO  
SAID THEY LOVE  
ME, EXACTLY? IF  
IT WAS ARIANA  
GRANDE I'LL PEE  
MYSELF--

SO I'M CHOOSING THE  
PATH OF THE WADE.  
DON'T SWEAT THE  
SMALL STUFF--

EVEN IF SAID  
SMALL STUFF IS  
BULLETS OF MOLTEN  
LEAD OR THE BODIES  
OF CRIMINALS?

YES TO  
BULLETS. NO  
TO THE MURDERS.  
WE HAVE TO DO  
SOMETHING  
ABOUT THE  
MURDERS.

OH, THANK  
COBAIN, YOU  
HAVEN'T COMPLETELY  
LOST YOUR @\*#%.

WHICH IS WHY  
**THIS SPIDER-TRACER**  
HAS BEEN SENDING OUT A  
SIGNAL FOR THE LAST FEW  
HOURS ON THE SAME  
FREQUENCY AS **PATIENT  
ZERO'S TELEPORT-  
TECH.**

WHAT'S  
THIS, THEN?

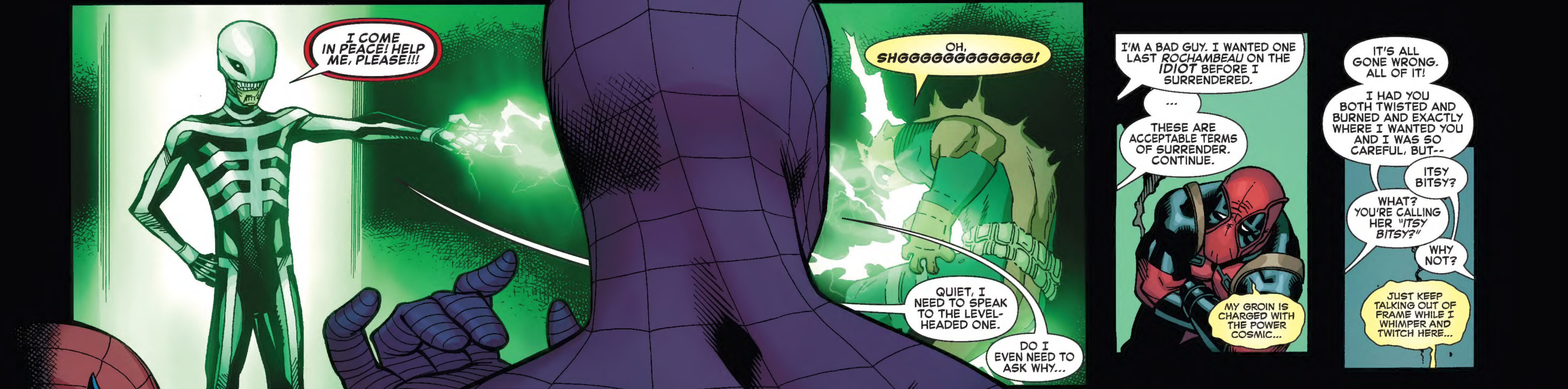
HE HAS A  
VENDETTA. HE MAKES  
"MANSTROSITIES" IN HIS  
BASEMENT AND SUDDENLY  
WE'RE ATTACKED BY A  
BLUE WOMAN WITH  
SWORDS AND SPIDER-  
POWERS...?

SO I  
INVITED HIM  
OVER.

THIS IS DEADPOOL'S  
CLUBHOUSE. IT HAS  
ALL OF HIS FAVORITE  
THINGS.

YOU ARE  
A RAGING  
HEMORRHOID OF  
SPIDER-EGGS AND  
GHOST PEPPERS  
AND I HATE YOU  
SO MUCH RIGHT  
NOW.





I COME IN PEACE! HELP ME, PLEASE!!!

OH, SHGGGGGGGGGGGGG!

I'M A BAD GUY. I WANTED ONE LAST ROCHAMBEAU ON THE IDIOT BEFORE I SURRENDERED.

IT'S ALL GONE WRONG. ALL OF IT!

I HAD YOU BOTH TWISTED AND BURNED AND EXACTLY WHERE I WANTED YOU AND I WAS SO CAREFUL, BUT--

ITSY BITSY?

WHAT? YOU'RE CALLING HER "ITSY BITSY?"

WHY NOT?

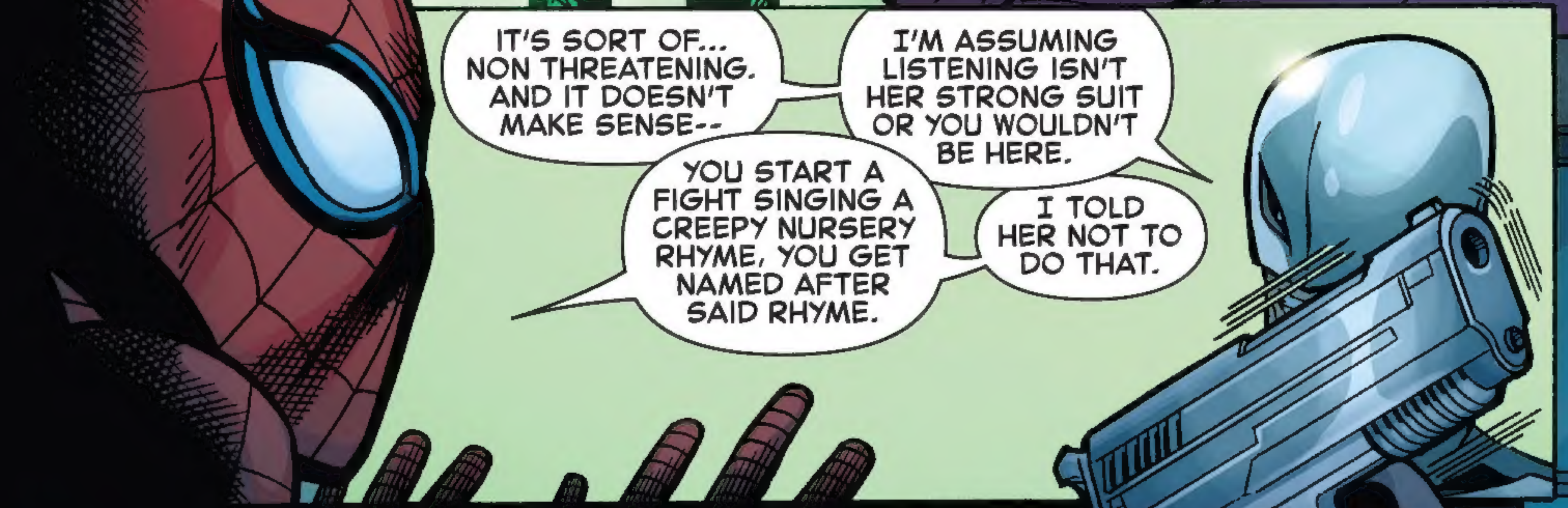
JUST KEEP TALKING OUT OF FRAME WHILE I WHIMPER AND TWITCH HERE...

THESE ARE ACCEPTABLE TERMS OF SURRENDER. CONTINUE.

MY GROIN IS CHARGED WITH THE POWER COSMIC...

QUIET, I NEED TO SPEAK TO THE LEVEL-HEADED ONE.

DO I EVEN NEED TO ASK WHY...

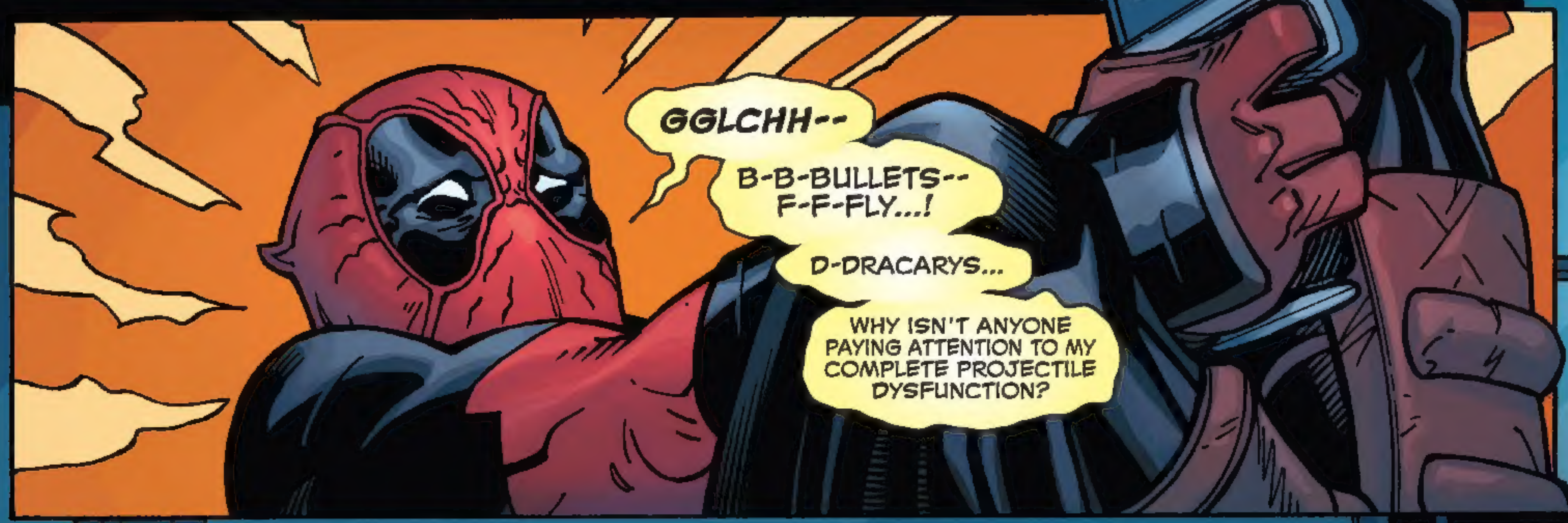


IT'S SORT OF... NON THREATENING. AND IT DOESN'T MAKE SENSE--

I'M ASSUMING LISTENING ISN'T HER STRONG SUIT OR YOU WOULDN'T BE HERE.

YOU START A FIGHT SINGING A CREEPY NURSERY RHYME, YOU GET NAMED AFTER SAID RHYME.

I TOLD HER NOT TO DO THAT.

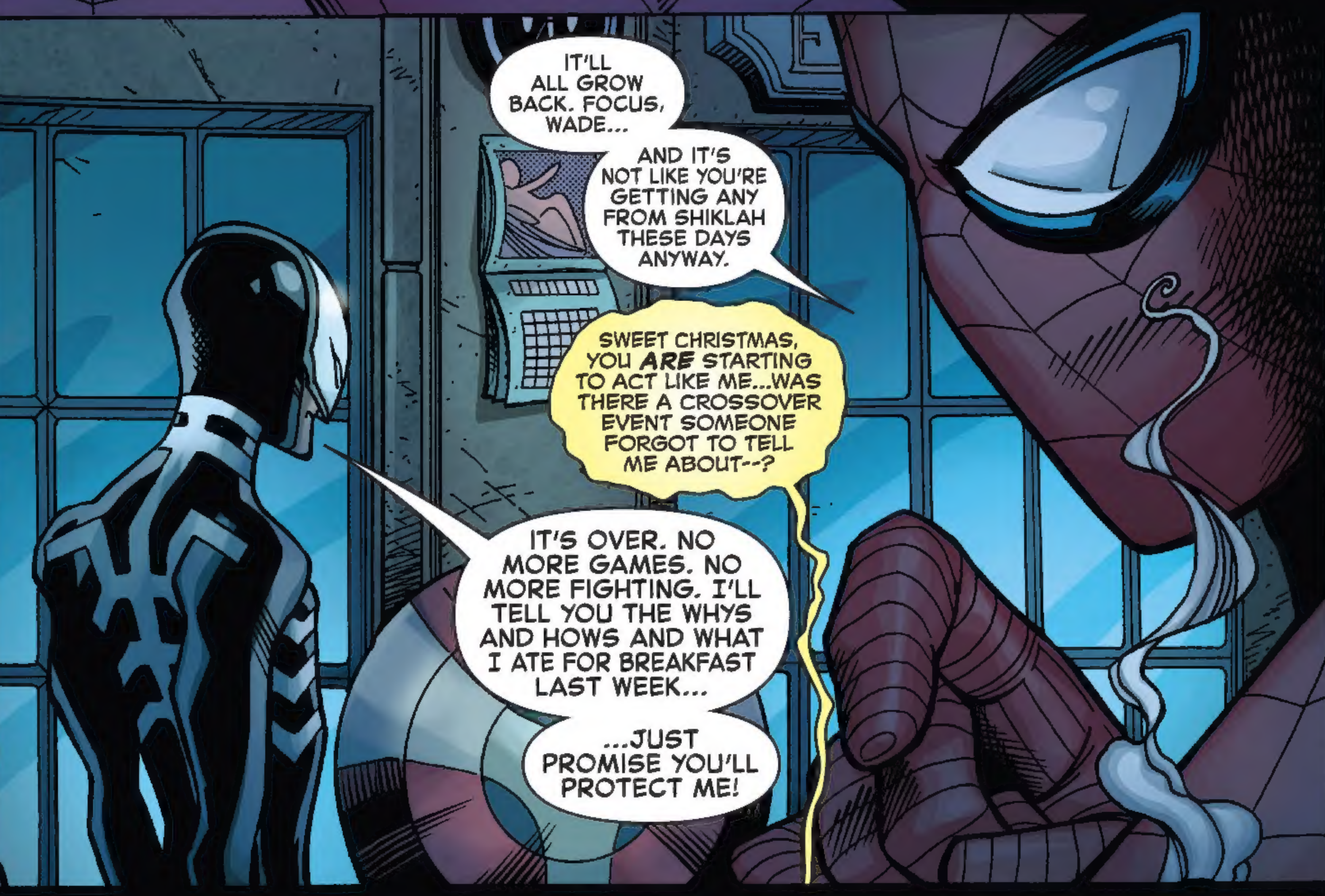


GGLCHH--

B-B-BULLETS-- F-F-FLY...!

D-DRACARYS...

WHY ISN'T ANYONE PAYING ATTENTION TO MY COMPLETE PROJECTILE DYSFUNCTION?



IT'LL ALL GROW BACK. FOCUS, WADE...

AND IT'S NOT LIKE YOU'RE GETTING ANY FROM SHIKLAH THESE DAYS ANYWAY.

SWEET CHRISTMAS, YOU ARE STARTING TO ACT LIKE ME... WAS THERE A CROSSOVER EVENT SOMEONE FORGOT TO TELL ME ABOUT--?

IT'S OVER. NO MORE GAMES. NO MORE FIGHTING. I'LL TELL YOU THE WHYS AND HOWS AND WHAT I ATE FOR BREAKFAST LAST WEEK...

...JUST PROMISE YOU'LL PROTECT ME!



YES, WE PROMISE--

I AIN'T PROMISING--

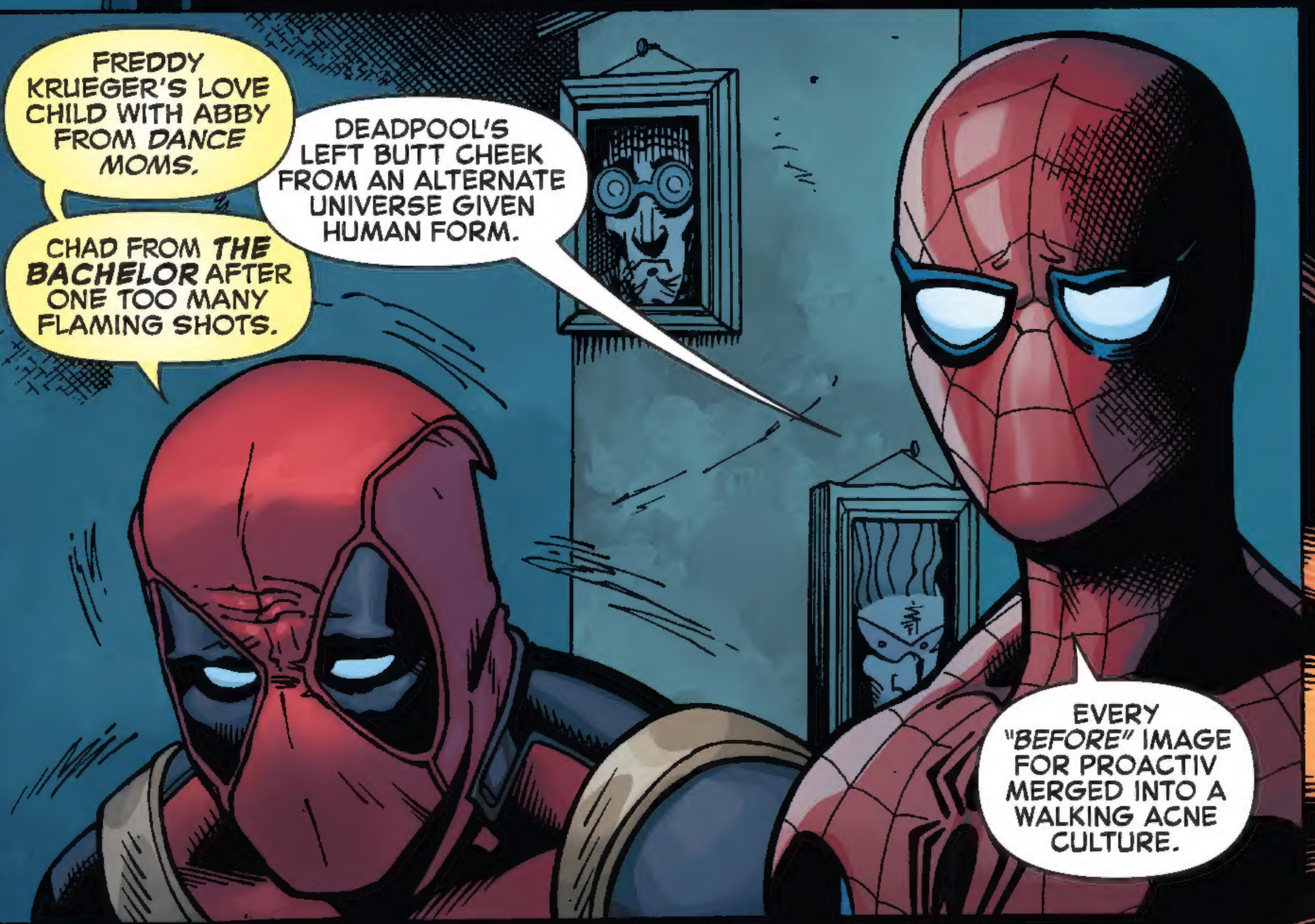
OH, THAT'S THE VAS DEFERENS RECOILING. THEY DON'T TELL YOU ABOUT THAT FEELING IN HEALTH... HOO-BOY.

WE'LL PROTECT YOU... BUT YOU GOTTA EARN IT.

WE'LL START WITH A QUESTION: WHO THE HELL ARE YOU?



SERIOUSLY? YOU HAVEN'T FIGURED IT OUT?



FREDDY KRUEGER'S LOVE CHILD WITH ABBY FROM DANCE MOMS.

CHAD FROM THE BACHELOR AFTER ONE TOO MANY FLAMING SHOTS.

DEADPOOL'S LEFT BUTT CHEEK FROM AN ALTERNATE UNIVERSE GIVEN HUMAN FORM.

EVERY "BEFORE" IMAGE FOR PROACTIV MERGED INTO A WALKING ACNE CULTURE.



I LITERALLY MADE A DEAL WITH THE DEVIL TO EXECUTE REVENGE ON DEADPOOL AND PETER PARKER AND YOU IDIOTS ARE MAKING FUN OF ME?!

THIS IS WHY I HATE YOU! THIS IS WHY I ALWAYS HATED YOU! OPEN YOUR EYES, IDIOTS! I'M--





A--

BORRRRRRING!

THWIPPT

WHIPPT

IIIIIIIIII!  
HE HAS PICASSO  
POWERS OF SELF-  
CUBISM!


A MAN IS  
DEAD. YOU  
REALLY ARE  
BROKEN INSIDE.  
YOU KNOW  
THAT?

I HIDE  
MY FEAR WITH  
STUPIDITY.

P.S.  
I DON'T  
THINK WE'RE  
ALONE.

WHY DOES  
THE NEWBIE  
HAVE TO BE  
THE ONE TO  
SHUT THAT  
GUY UP?!





ANOTHER  
EGOMANIAC IN A  
HALF-MASK WITH  
GNARLY SKIN. HOW  
NINETIES CAN  
YOU GET?

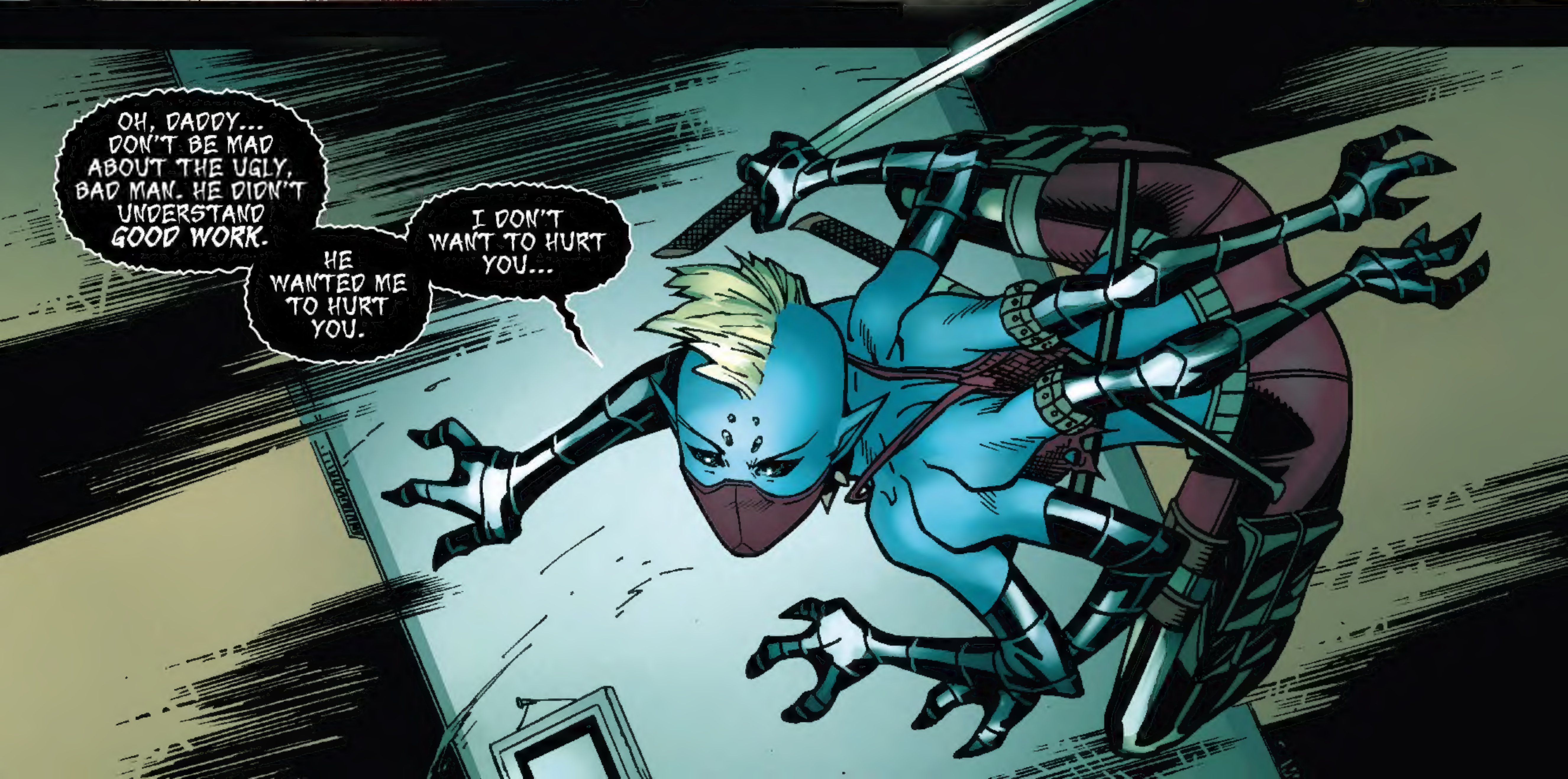
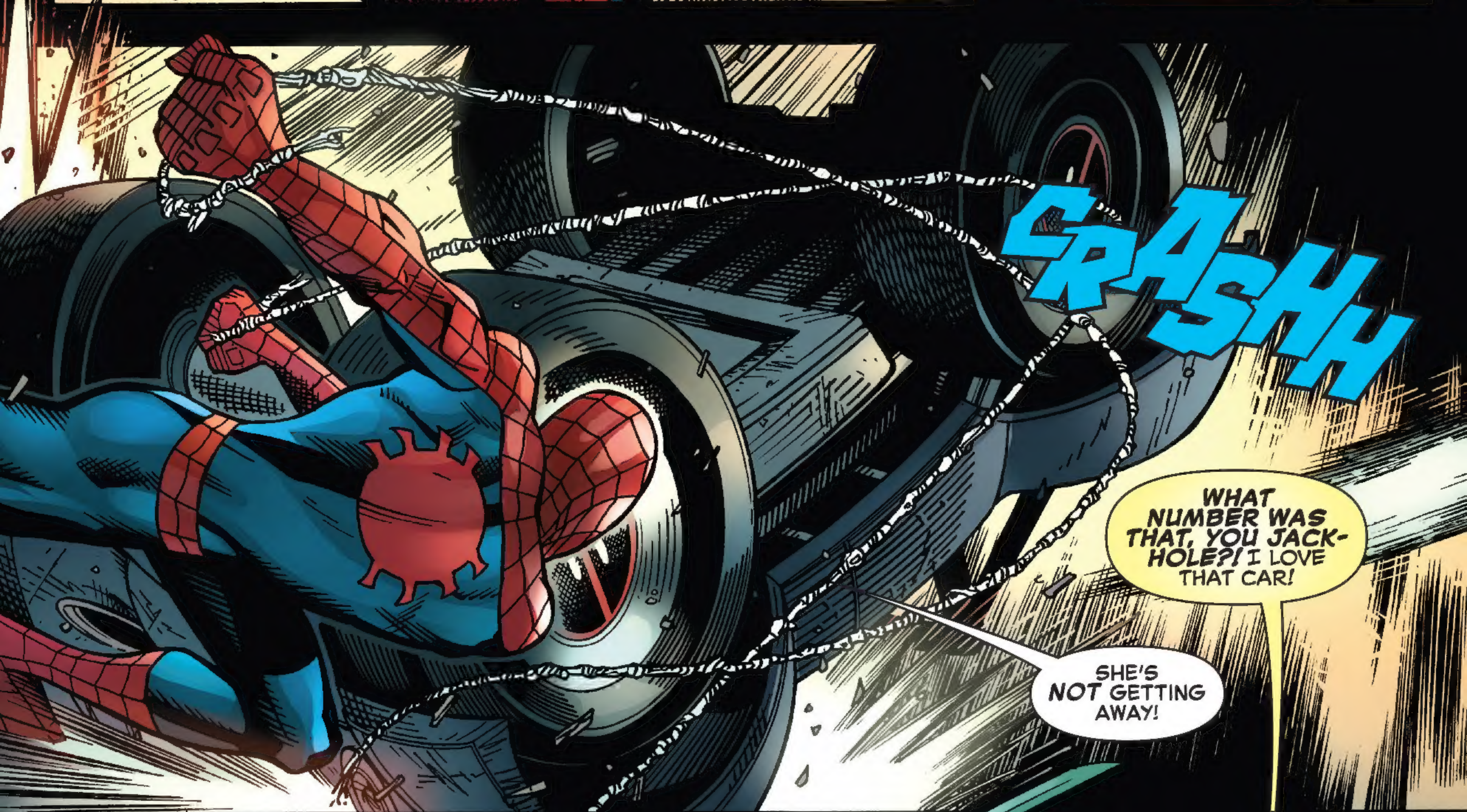
IT'S A  
MIRACLE HE  
WASN'T SPORTING  
A DOZEN FANNY-  
POUCHES ON HIS  
LEOTURD.

AND B.T.DUBS,  
MY CONFIRMATION  
NAME IS SUSAN MARY...  
BUT ITSY BITSY IS  
HELLA BETTER.


YOU  
PSYCHOTIC  
ANIMAL!

"LEOTURD."  
HEH.









...UNLESS  
YOU LIKE THAT  
SORT OF THING,  
DADDY--

DON'T  
CALL ME  
"DADDY"!

BY VAN  
GOGH'S VAN  
DYKE, THAT WAS  
MY EAR!!!

TWO ART  
JOKES IN ONE  
SITTING. I AM  
ERUDITE.

COME DOWN  
HERE RIGHT  
NOW, YOUNG LADY,  
SO I CAN SPANK  
YOU FULL OF  
BULLETS!

FINALLY,  
WADE IS  
BACK. SHUT  
HER DOWN.  
HARD.

PLEASE.  
JUST STOP. I  
WANT TO WORK  
TOGETHER.

WE CAN SKIP  
THE "HEROES MEET,  
MISUNDERSTAND ONE  
ANOTHER, AND  
FIGHT" TROPE--

--AND SKIP  
TO THE THREE-  
WAY TEAM-UP.







THIS IS WHAT IT'S LIKE FIGHTING WITH ME, ISN'T IT?

I AM SO SORRY.

WORSE BY A HAIR.

I WISH I BELIEVED THAT.

TALK?! YOU'RE A MURDERER!

OF VERY BAD MEN. THREE VERY BAD MEN, WHICH DOESN'T COME CLOSE TO DEAD DADDY'S NUMBERS.

WATCH OUT. SHE KNOWS THE SECRET LANGUAGE OF LOGIC!

"PATIENT ZERO" HAD A THING FOR YOU. DON'T KNOW. DON'T CARE WHAT IT WAS.

I CAN ONLY ASSUME IT WAS TAWDRY AND SAUCY...

ARE WE READY TO TALK? OR DO YOU FEEL A NEED TO THROW SOME MORE MASCULINITY AROUND THE PLACE?

HE GAVE ME POWERS... A SWEET-ASS COCKTAIL OF BOTH YOUR POWERS TO USE AGAINST YOU.

BUT I DON'T WANT TO FIGHT YOU.

I WANT TO BE YOU. I WANT TO BE WITH YOU. I'M THE BEST OF WHAT YOU BOTH HAVE TO OFFER THE WORLD... USE ME.

I'M READY... WILLING...AND EXCEPTIONALLY ABLE.

EVEN IF WE BELIEVED YOU--

WE DON'T KILL...

ANYMORE.

SO IF YOU ARE SERIOUS. LAY DOWN YOUR ARMS, AND, YES, THAT'S A PUN...AND WE'LL TALK.

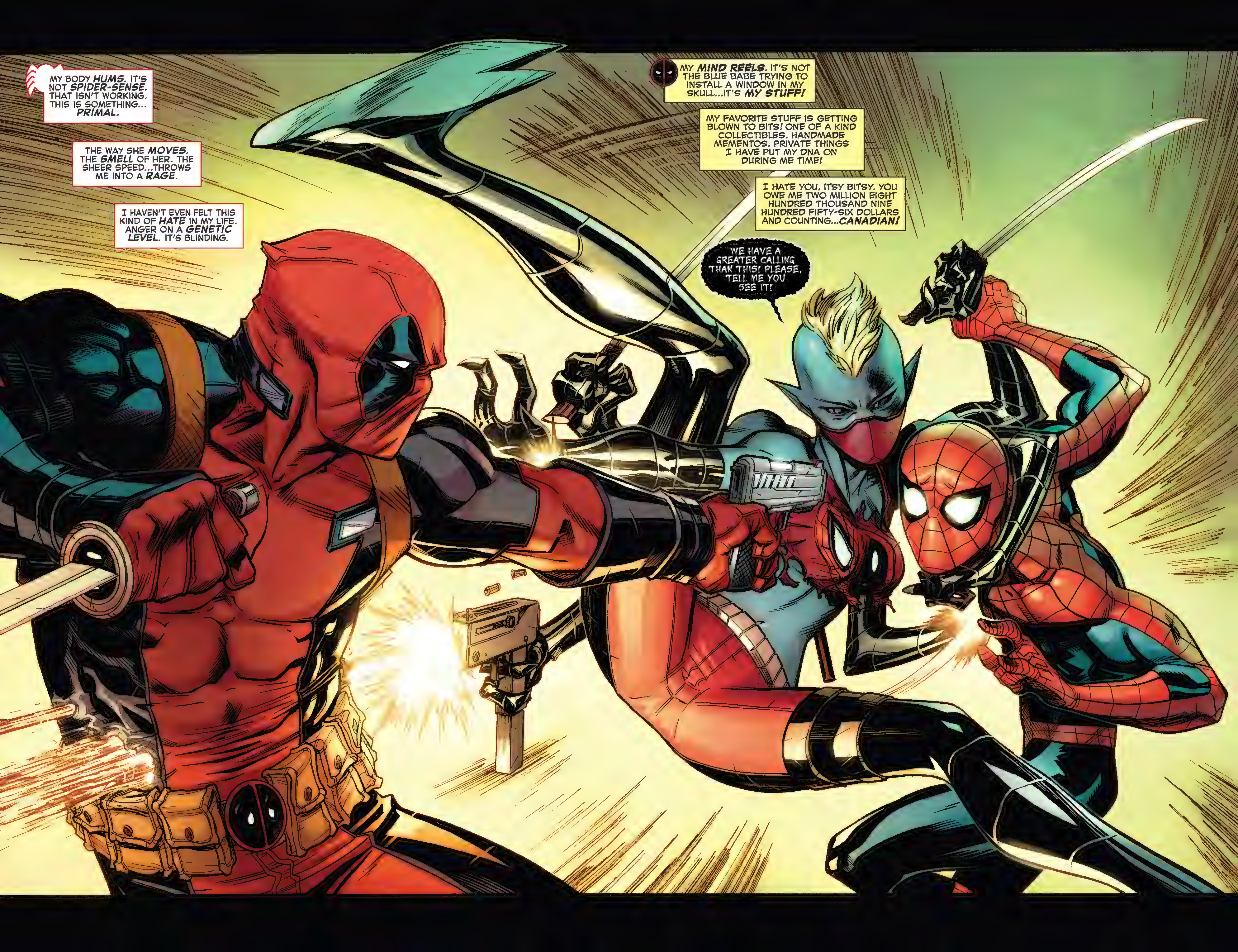
HE PREDICTED THIS. AT FIRST, I THOUGHT HE WAS JUST JEALOUS...BUT HE REALLY DID KNOW YOU TWO.

I SAID THAT YOU WOULD WELCOME ME--WELCOME THE GOOD WORK WE WOULD DO.

HE SAID YOU WOULDN'T HAVE THE SPINES FOR IT.

LET ME HELP YOU WITH THOSE.





MY BODY HUMS. IT'S NOT SPIDER-SENSE. THAT ISN'T WORKING. THIS IS SOMETHING... PRIMAL.

THE WAY SHE MOVES. THE SMELL OF HER. THE SHEER SPEED...THROWS ME INTO A RAGE.

I HAVEN'T EVEN FELT THIS KIND OF HATE IN MY LIFE. ANGER ON A GENETIC LEVEL. IT'S BLINDING.

MY MIND REELS. IT'S NOT THE BLUE BABE TRYING TO INSTALL A WINDOW IN MY SKULL...IT'S MY STUFF!

MY FAVORITE STUFF IS GETTING BLOWN TO BITS! ONE OF A KIND COLLECTIBLES. HANDMADE MEMENTOS. PRIVATE THINGS I HAVE PUT MY DNA ON DURING ME TIME!

I HATE YOU, ITSY BITSY. YOU OWE ME TWO MILLION EIGHT HUNDRED THOUSAND NINE HUNDRED FIFTY-SIX DOLLARS AND COUNTING...CANADIAN!

WE HAVE A GREATER CALLING THAN THIS! PLEASE, TELL ME YOU SEE IT!



SHE'S GOT  
TO HAVE  
A WEAKN--  
**ULP!**

NOT  
SO MUCH--  
**OWW!**

MY WEAKNESS  
WAS BELIEVING  
IN YOU TWO.

I'M  
OVER IT.

I'M MOST  
DISAPPOINTED  
IN YOU, DEAD-  
DADDY.

I REALLY  
THOUGHT YOU'D  
GET IT.

I GET THAT  
SOME PSYCHO  
TOOK ANOTHER  
PSYCHO AND GAVE  
HER POWERS...I  
CAN RELATE  
TO THAT...

BECAUSE  
I **WAS** THAT  
PSYCHO, BUT I  
CHANGED--

**THIS IS  
THE CHANGE!  
THIS IS MY  
BECOMING!**

**THANKY!**

ACID SPIT,  
TOO?! I GOTTA  
TELL YOU...THAT'S  
DEMERITS ON  
THE DP SEXY  
SCALE.

**HSSSSSS**



WHATEVER  
YOU'RE PLANNING  
IS MADNESS.  
LET US HELP--

IF YOU WERE  
GONNA HELP, YOU  
WOULDN'T HAVE  
ATTACKED ME,  
DADDY.

STOP  
CALLING ME  
DADDY.

HANDS  
OFF, PSYCHO  
SMURF!

**SHKKT**

URPT--

NO! I DON'T  
GIVE HALF A SQUAT  
ABOUT YOUR MANIFESTO  
OR YOUR POWERS OR  
YOUR SUPER-MILLENNIAL  
DADDY ISSUES--

INTERRUPTING  
IS RUDE.

SHUT UP!  
SPIDER-DADDY  
AND I ARE  
TALKING--!





C-CAN'T...  
CAN'T EVEN  
TOUCH HER...

SHE'S  
BEAST MODE  
INCARNATE!

BECAUSE OF  
US...SOMEHOW...  
BECAUSE OF  
US...

LAST  
CHANCE. I'M  
GOING TO RAZE  
THIS CITY OF  
ITS SINNERS.

I'M GOING TO  
DELIVER PUNISHMENT  
SO SEVERE THAT THE  
THOUGHT OF COMMITTING  
CRIME IN THIS CITY WILL  
INDUCE INSTANTANEOUS  
LOSS OF BLADDER  
CONTROL.

JOIN ME  
ON THIS  
GOOD WORK...  
OR BYE-BYE  
DADDIES.

I THINK  
DEAD-DADDY'S  
REFERRING TO THE  
HUNDRED POUNDS OF  
C4 HE KEEPS IN THE  
TRUNK OF HIS LITTLE  
DEAD-MOBILE.  
LET'S GIVE IT  
A WHIRL.

WAIT,  
I GOT IT...  
HOW GOOD IS  
YOUR HEALING  
FACTOR?

I DON'T  
HAVE A HEALING  
FACTOR, WADE.

RIGHT...

DON'T  
WORRY. YOU  
WON'T FEEL  
A THING.

REALLY?

...  
NO. GETTING  
BLOWN UP HURTS  
LIKE A MOTHER--

**BANG**





OW...

OW~

KRIRK

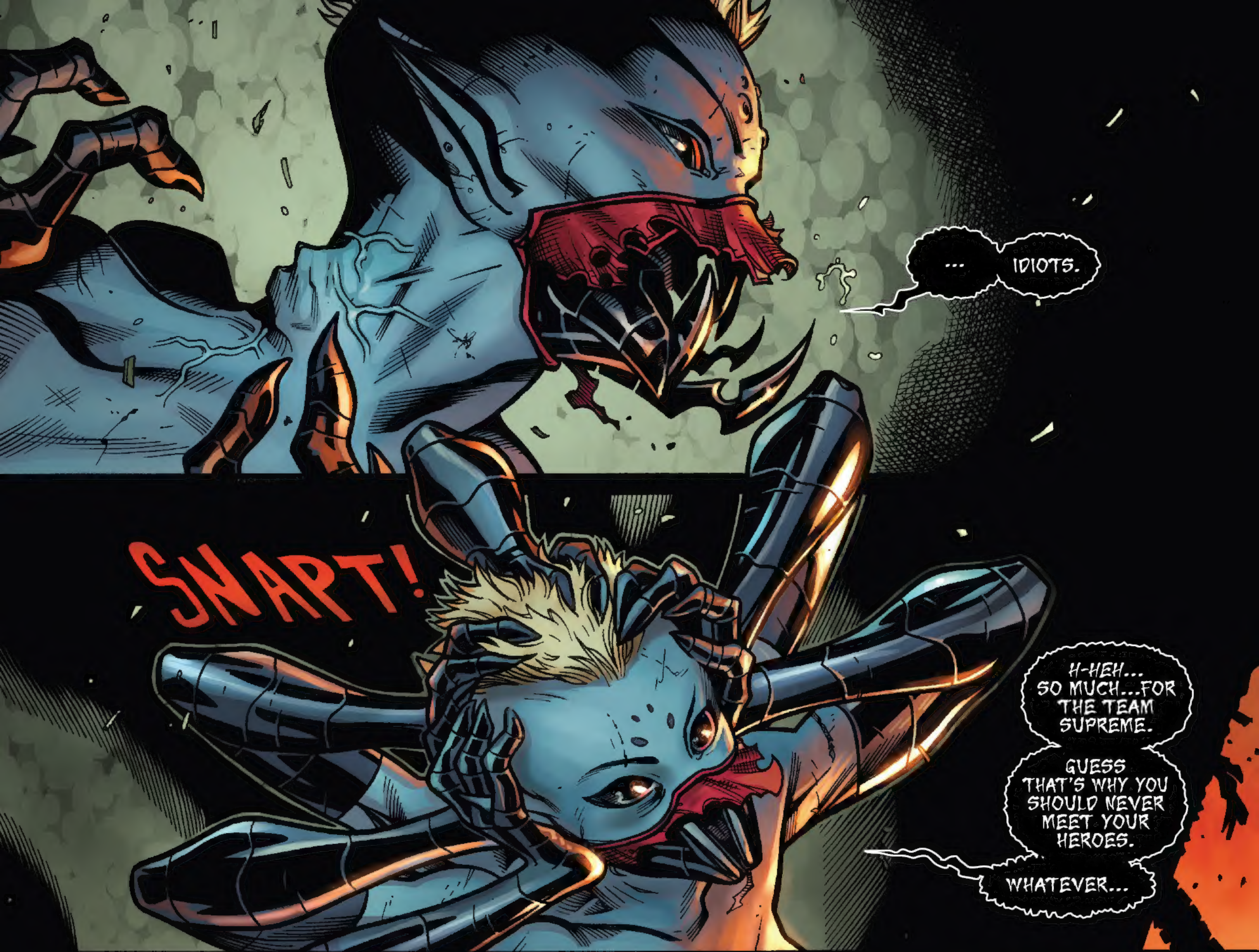
KRIRK

KRAK

AAAAA

AAAAAEEEEEEGH!



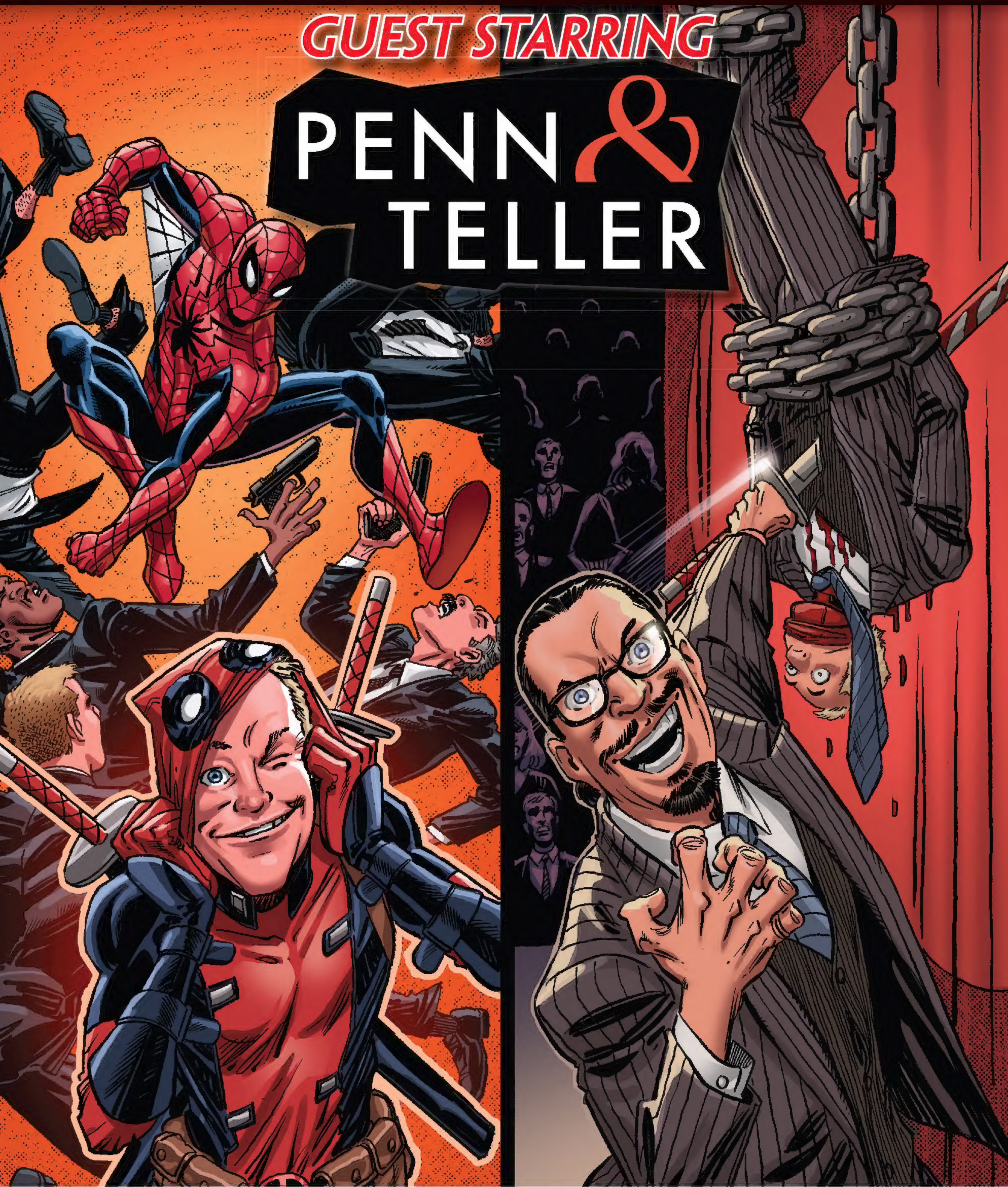




**YOU WANT TO KNOW  
WHAT HAPPENS *NEXT?***

*GUEST STARRING*

**PENN &  
TELLER**



**#11**

**ON SALE**



